

S Y BANCORP INC
 Form 4
 February 21, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOECK GREGORY A

(Last) (First) (Middle)
 555 SUNSET ROAD
 (Street)

LOUISVILLE, KY 40206

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
S Y BANCORP INC [SYBT]

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/19/2008		A	858	5,226	D	
Common Stock					4,200	I	By Spouse
Common Stock					6,276.5442	I	By ESOP/401k-fbo Greg Hoeck

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Option (Right to Buy)	\$ 11.9688					04/20/2000 04/20/2009	Common Stock	5,200
Option (Right to Buy)	\$ 10.5					01/07/2001 01/07/2010	Common Stock	5,200
Option (Right to Buy)	\$ 10.315					12/21/2001 12/21/2010	Common Stock	6,800
Option (Right to Buy)	\$ 16.8					12/27/2002 12/27/2011	Common Stock	6,500
Option (Right to Buy)	\$ 19.55					12/17/2003 12/17/2012	Common Stock	5,000
Option (Right to Buy)	\$ 21.18					12/16/2004 12/16/2013	Common Stock	4,500
Option (Right to Buy)	\$ 23.95					12/14/2005 06/14/2014	Common Stock	6,000
Option (Right to Buy)	\$ 25.27					01/17/2007 01/17/2016	Common Stock	9,000
Option (Right to Buy)	\$ 26.83					02/20/2008 02/20/2017	Common Stock	5,000
	\$ 23.37	02/19/2008		A	3,200	02/19/2009 02/19/2018		3,200

Stock
Appreciation
Right

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOECK GREGORY A 555 SUNSET ROAD LOUISVILLE, KY 40206			Executive Vice President	

Signatures

//Gregory A.
Hoeck

02/21/2008

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Restricted stock award
- (2) Includes 2007 employer contribution

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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